



V.S. INDUSTRY BERHAD

**TERMS OF REFERENCE OF THE
REMUNERATION COMMITTEE**

Terms of Reference of Remuneration Committee

COMPOSITION

The Remuneration Committee (“RC”) shall be appointed by the Board from amongst its members and majority of the members of the committee shall be Independent Directors.

The Chairman of the RC shall be an Independent Director.

In order to form a quorum for the meetings, the majority of members present must be independent.

The Secretary of the RC shall be the Company Secretary for the time being or, such other person as may be nominated by the Remuneration Committee.

FUNTIONS

To make recommendations to the Board on the remuneration packages of the Executive Directors and members of the Committees of the Board.

DUTIES AND RESPONSIBILITIES

To carry out the functions described above, the Committee shall review the remuneration packages of the Executive Directors and members of the Committees of the Board and recommend to the Board for approval.